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Proposed Counsel for Debtors and
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
CIT GROUP INC. and	:	Case No. 09-16565 (ALG)
CIT GROUP FUNDING COMPANY	:	
OF DELAWARE LLC,	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE that on November 25, 2009, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors")¹ filed the attached supplement (the "Plan Supplement") to the Modified Second Amended Prepackaged Reorganization Plan of CIT Group Inc. and CIT Group Funding Company of Delaware LLC (the "Plan"). The Plan Supplement is comprised of the following exhibits to the Plan:

¹ CIT Group Inc. is located at 505 Fifth Avenue, New York, NY 10017. Its tax identification number is 65-xxx1192. In addition to CIT Group Inc., CIT Group Funding Company of Delaware LLC, Case No. 09-16566, is a debtor in these related cases. CIT Group Funding Company of Delaware LLC is located at 1 CIT Drive, Livingston, NJ 07039. Its tax identification number is 98-xxx9146.

- (a) Third Amended And Restated Certificate Of Incorporation Of CIT Group Inc. (“Exhibit A-1”)
- (b) Reorganized Delaware Funding Certificate of Amendment to Certificate of Formation (“Exhibit A-2”)
- (c) Reorganized Delaware Funding Amendment to Limited Liability Company Agreement (“Exhibit A-3”)
- (d) Amended and Restated By-Laws of CIT Group Inc. (“Exhibit A-4”)
- (e) Description of New Common Interests (“Exhibit B”)
- (f) Amended and Restated Confirmation (“Exhibit C”)
- (g) Second Lien Credit And Guaranty Agreement, among CIT Group Inc., certain subsidiaries of CIT Group Inc., as guarantors, various lenders, and [], as administrative agent, and all agreements, certificates and other documents related thereto (“Exhibit D”)
- (h) First Amendment, dated on or about the Effective Date, to the Second Amended And Restated Credit And Guaranty Agreement dated as of October 28, 2009 (“Exhibit E”)
- (i) Directors And Officers Of Reorganized CIT (“Exhibit F”)
- (j) Directors And Officers Of Reorganized Delaware Funding (“Exhibit G”)
- (k) List Of Rejected Contracts And Leases (“Exhibit H”)
- (l) Series A Notes Supplemental Indenture (“Exhibit I”)
- (m) Series B Notes Supplemental Indenture (“Exhibit J”)
- (n) Series A Notes Collateral Agency Agreement (“Exhibit K”)
- (o) Form Of New Notes Collateral Agreement (“Exhibit L”)
- (p) Senior – Junior Intercreditor Agreement (“Exhibit M”)
- (q) Junior Intercreditor Agreement (“Exhibit N”)
- (r) Uniform Commercial Code Filings (“Exhibit O”)
- (s) Amended Intercompany Notes And Ancillary Documents (“Exhibit P”)
- (t) Collateral Agreement Among C.I.T. Leasing Corporation And CIT Group Funding Company Of Delaware LLC (“Exhibit Q”)

- (u) Amended And Restated Long Term Incentive Program (“Exhibit R”)
- (v) China Waiver and Forbearance Agreement (“Exhibit S”)
- (w) Non-Exclusive List Of Retained Claims And Causes Of Action (“Exhibit T”)
- (x) Non-Exclusive List Of Released Derivative Causes Of Action (“Exhibit U”)

THE FOREGOING EXHIBITS ARE IN DRAFT FORM AND ARE SUBJECT TO FURTHER REVISION AND MODIFICATION AT OR PRIOR TO THE HEARING ON CONFIRMATION OF THE PLAN.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan shall be held before the Honorable Allan L. Gropper, United States Bankruptcy Judge, on **December 8, 2009 at 11:00 a.m. (prevailing Eastern Time)** at the United States Bankruptcy Court, Room 617, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that copies of the pleadings filed in these chapter 11 cases can be obtained by using the Bankruptcy Court's electronic case filing system at www.nysb.uscourts.gov using a PACER password (to obtain a PACER password, go to the PACER website, <http://pacer.psc.uscourts.gov>) or on the website maintained by the Debtors' proposed claims agent at <http://www.kccllc.net/citgroup>.

Dated: New York, New York
November 25, 2009

SKADDEN, ARPS, SLATE, MEAGHER
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